

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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|-------------------------------------|---|-------------------------|
| ----- | x | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

AFFIDAVIT OF SERVICE

I, Staci McFadden, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 30, 2006, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of DLA Piper LLP as Corporate, Employment, and Intellectual Property Counsel to Debtor Mobilearia, Inc. Nunc Pro Tunc to May 1, 2006 (Docket No. 5439) [a copy of which is attached hereto as Exhibit E]

Dated: October 31, 2006

/s/ Staci McFadden

Staci McFadden

Subscribed and sworn to (or affirmed) before me on this 31st day of October, 2006, by Staci McFadden, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon Joann Spencer

Commission Expires: 6/20/10

EXHIBIT A

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|---|---------------------|----------------------------|----------|----------------|------------------------------|------------------------------|--|---|
| Brown Rudnick Berlack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | 212-2094801 | rstark@brownrudnick.com | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | 212-695-5436 | bsimon@cwsny.com | |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 2126966000 | 2126971559 | sreisman@cm-p.com | Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | 248-813-2670 | sean.p.corcoran@delphi.com karen.i.craft@delphi.com | Debtors |
| Electronic Data Systems Corp. | Michael Nefkens | 5505 Corporate Drive MSIA | | Troy | MI | 48098 | 248-696-1729 | 248-696-1739 | mike.nefkens@eds.com | Creditor Committee Member |
| Flextronics International Flextronics International USA, Inc. | Carrie L. Schiff Paul W. Anderson | 305 Interlocken Parkway 2090 Fortune Drive 6501 William Cannon Drive West | | Broomfield San Jose | CO CA | 80021 95131 | 303-927-4853 408-428-1308 | | cschiff@flextronics.com paul.anderson@flextronics.com | Counsel to Flextronics International Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III | | MD: OE16 | Austin | TX | 78735 | 512-895-6357 | 512-895-3090 | trey.chambers@freescale.com | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheier Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | rodbuie@ffhsi.com sliviri@ffhsi.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-2471010 | 212-841-9350 | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW | | Huntersville Washington | NC DC | 28078 20006 | 704-992-5075 202-857-0620 | 866-585-2386 202-659-4503 | valerie.venable@ge.com lhassel@groom.com | Creditor Committee Member Counsel to Employee Benefits |
| Groom Law Group | Lonie A. Hassel | | | Washington | DC | 20006 | 202-857-0620 | 202-659-4503 | lhassel@groom.com | Counsel to Employee Benefits |
| Hodgson Russ LLP | Stephen H. Gross | 152 West 57th Street | 35th Floor | New York | NY | 10019 | 212-751-4300 | 212-751-0928 | sgross@hodgsonruss.com | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | fgorman@honigman.com | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | rweiss@honigman.com | Counsel to General Motors Corporation |
| Internal Revenue Service | Attn: Insolvency Department, Maria Valerio | 290 Broadway | 5th Floor | New York | NY | 10007 | 212-436-1038 | 212-436-1931 | mariaivalerio@irs.gov | IRS |
| Internal Revenue Service | Attn: Insolvency Department | 477 Michigan Ave | Mail Stop 15 | Detroit | MI | 48226 | 313-628-3648 | 313-628-3602 | | Michigan IRS |
| IUE-CWA | Conference Board Chairman | 2360 W. Dorothy Lane | Suite 201 | Dayton | OH | 45439 | 937-294-7813 | 937-294-9164 | | Creditor Committee Member |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY | 10022 | 212-284-2521 | 212-284-2470 | bderrough@jefferies.com thomas.f.maher@chase.com richard.duker@jpmorgan.com gianni.russello@jpmorgan.com vilma.francis@jpmorgan.com | UCC Professional |
| JPMorgan Chase Bank, N.A. | Thomas F. Maher, Richard Duker, Gianni Russello | 270 Park Avenue | | New York | NY | 10017 | 212-270-0426 | 212-270-0430 | | Postpetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Vilma Francis | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | | Prepetition Administrative Agent |
| Kramer Levin Naftalis & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | gnovod@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Naftalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | tmayer@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |
| Law Debenture Trust of New York | Patrick J. Healy | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | patrick.healy@lawdeb.com | Indenture Trustee |
| Law Debenture Trust of New York | Daniel R. Fisher | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | daniel.fisher@lawdeb.com | Indenture Trustee |

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|--|--|---|--------------|---------------|-------|------------|--------------|--------------|--|---|
| McDermott Will & Emery LLP | David D. Cleary | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | dcleary@mwe.com | Counsel to Recticel North America, Inc. |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | jdejonker@mwe.com | Counsel to Recticel North America, Inc. |
| McDermott Will & Emery LLP | Mohsin N. Khambati | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | mkhambati@mwe.com | Counsel to Recticel North America, Inc. |
| McDermott Will & Emery LLP | Peter A. Clark | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | pclark@mwe.com | Counsel to Recticel North America, Inc. |
| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | bmctigue@mctiguelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | conh@mctiguelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesirow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | lszlezinger@mesirovfinancial.com | UCC Professional |
| Morrison Cohen LLP | Joseph T. Moldovan, Esq. | 909 Third Avenue | | New York | NY | 10022 | 2127358603 | 9175223103 | jmoldovan@morrisoncohen.com | Counsel to Blue Cross and Blue Shield of Michigan |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | 212-336-1323 | newyork@sec.gov | Securities and Exchange Commission |
| Office of New York State | Attorney General Eliot Spitzer | 120 Broadway | | New York City | NY | 10271 | 212-416-8000 | 212-416-6075 | ServeAG@oag.state.ny.us | New York Attorney General's Office |
| O'Melveny & Myers LLP | Robert Siegel | 400 South Hope Street | | Los Angeles | CA | 90071 | 213-430-6000 | 213-430-6407 | rsiegel@omm.com | Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jerman, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | 202-383-5414 | tjerman@omm.com | Special Labor Counsel |
| Pension Benefit Guaranty Corporation | Ralph L. Landy | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005-4026 | 2023264020 | 2023264112 | landy_ralph@pbgc.gov | Chief Counsel to the Pension Benefit Guaranty Corporation |
| Pension Benefit Guaranty Corporation | Jeffrey Cohen | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-326-4020 | 202-326-4112 | garrick.sandra@pbgc.gov efile@pbgc.gov | Counsel to Pension Benefit Guaranty Corporation |
| Phillips Nizer LLP | Sandra A. Riemer | 666 Fifth Avenue 1251 Avenue of the Americas | | New York | NY | 10103 | 212-841-0589 | 212-262-5152 | sriemer@phillipsnizer.com | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Rothchild Inc. | David L. Resnick | 1270 Avenue of the Americas | | New York | NY | 10020 | 212-403-3500 | 212-403-5454 | david.resnick@us.rothschild.com | Financial Advisor |
| Seyfarth Shaw LLP | Robert W. Dremluk | 425 Lexington Avenue | Suite 2500 | New York | NY | 10020-1801 | 2122185500 | 2122185526 | rdremluk@seyfarth.com | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc. |
| Shearman & Sterling LLP | Douglas Bartner, Jill Frizzley | 599 Lexington Avenue | | New York | NY | 10022 | 212-8484000 | 212-848-7179 | dbartner@shearman.com jfrizzley@shearman.com | Local Counsel to the Debtors |
| Simpson Thatcher & Bartlett LLP | Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr. | 425 Lexington Avenue | | New York | NY | 10017 | 212-455-2000 | 212-455-2502 | kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com jbutler@skadden.com jlvonsch@skadden.com rmeisler@skadden.com kmarafo@skadden.com tmatz@skadden.com | Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A. |
| Skadden, Arps, Slate, Meagher & Flom LLP | John Wm. Butler, John K. Lyons, Ron E. Meisler | 333 W. Wacker Dr. | Suite 2100 | Chicago | IL | 60606 | 312-407-0700 | 312-407-0411 | | Counsel to the Debtor |
| Skadden, Arps, Slate, Meagher & Flom LLP | Kayalyn A. Marafioti, Thomas J. Matz | 4 Times Square | P.O. Box 300 | New York | NY | 10036 | 212-735-3000 | 212-735-2000 | | Counsel to the Debtor |
| Spencer Fane Britt & Browne LLP | Daniel D. Doyle | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | ddoyle@spencerfane.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Spencer Fane Britt & Browne LLP | Nicholas Franke | 1 North Brentwood Boulevard | Tenth Floor | St. Louis | MO | 63105 | 314-863-7733 | 314-862-4656 | nfranke@spencerfane.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Stevens & Lee, P.C. | Chester B. Salomon, Constantine D. Pourakis | 485 Madison Avenue | 20th Floor | New York | NY | 10022 | 2123198500 | 2123198505 | cp@stevenslee.com cs@stevenslee.com | Counsel to Wamco, Inc. |
| Togut, Segal & Segal LLP | Albert Togut | One Penn Plaza | Suite 3335 | New York | NY | 10119 | 212-594-5000 | 212-967-4258 | altogut@teamtoqut.com | Conflicts Counsel to the Debtors |
| Tyco Electronics Corporation | MaryAnn Brereton, Assistant General Counsel | 60 Columbia Road | | Morristown | NJ | 7960 | 973-656-8365 | 973-656-8805 | | Creditor Committee Member |

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|----------------------------|-----------------------------|---------------------------|-----------------------------|------------|-------|------------|--------------|--|--|---|
| United States Trustee | Alicia M. Leonhard | 33 Whitehall Street | 21st Floor | New York | NY | 10004-2112 | 212-510-0500 | 212-668-2255 does not take service via fax | | Counsel to United States Trustee |
| Warner Stevens, L.L.P. | Michael D. Warner | 1700 City Center Tower II | 301 Commerce Street | Fort Worth | TX | 76102 | 817-810-5250 | 817-810-5255 | mwarner@warnerstevens.com | Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors |
| Weil, Gotshal & Manges LLP | Jeffrey L. Tanenbaum, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | jeff.tanenbaum@weil.com | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Martin J. Bienenstock, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | martin.bienenstock@weil.com | Counsel to General Motors Corporation |
| Weil, Gotshal & Manges LLP | Michael P. Kessler, Esq. | 767 Fifth Avenue | | New York | NY | 10153 | 212-310-8000 | 212-310-8007 | michael.kessler@weil.com | Counsel to General Motors Corporation |
| Wilmington Trust Company | Steven M. Cimalore | Rodney Square North | 1100 North Market Street | Wilmington | DE | 19890 | 302-636-6058 | 302-636-4143 | scimalore@wilmingtontrust.com | Creditor Committee Member/Indenture Trustee |

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Delphi Corporation
Special Parties

| COMPANY | CONTACT | ADDRESS | CITY | STATE | ZIP |
|------------------------------------|--------------------|------------------------|----------------|-------|-------|
| DLA Piper Rudnick Gray Cary US LLP | Amy Wallace Potter | 2000 University Avenue | East Palo Alto | CA | 94303 |

EXHIBIT B

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | PHONE | FAX | EMAIL | PARTY / FUNCTION |
|--|--|--------------------------------|---------------------|--------------|-------|------------|------------------------------|------------------------------|--|---|
| Brown Rudnick Berlack Israels LLP | Robert J. Stark | Seven Times Square | | New York | NY | 10036 | 212-209-4800 | 212-2094801 | rstark@brownrudnick.com | Indenture Trustee |
| Cohen, Weiss & Simon | Bruce Simon | 330 W. 42nd Street | | New York | NY | 10036 | 212-356-0231 | 212-695-5436 | bsimon@cwsny.com | |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | Steven J. Reisman | 101 Park Avenue | | New York | NY | 10178-0061 | 2126966000 | 2126971559 | sreisman@cm-p.com | Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd |
| Davis, Polk & Wardwell | Donald Bernstein Brian Resnick | 450 Lexington Avenue | | New York | NY | 10017 | 212-450-4092 212-450-4213 | 212-450-3092 212-450-3213 | donald.bernstein@dpw.com brian.resnick@dpw.com | Counsel to Debtor's Postpetition Administrative Agent |
| Delphi Corporation | Sean Corcoran, Karen Craft | 5725 Delphi Drive | | Troy | MI | 48098 | 248-813-2000 | 248-813-2670 | sean.p.corcoran@delphi.com karen.j.craft@delphi.com | Debtors |
| Electronic Data Systems Corp. | Michael Nefkens | 5505 Corporate Drive MSIA | | Troy | MI | 48098 | 248-696-1729 | 248-696-1739 | mike.nefkens@eds.com | Creditor Committee Member |
| Flextronics International | Carrie L. Schiff | 305 Interlocken Parkway | | Broomfield | CO | 80021 | 303-927-4853 | 303-652-4716 | cschiff@flextronics.com | Counsel to Flextronics International |
| Flextronics International USA, Inc. | Paul W. Anderson | 2090 Fortune Drive | | San Jose | CA | 95131 | 408-428-1308 | | paul.anderson@flextronics.com | Counsel to Flextronics International USA, Inc. |
| Freescale Semiconductor, Inc. | Richard Lee Chambers, III | 6501 William Cannon Drive West | MD: OE16 | Austin | TX | 78735 | 512-895-6357 | 512-895-3090 | trey.chambers@freescale.com | Creditor Committee Member |
| Fried, Frank, Harris, Shriver & Jacobson | Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski | One New York Plaza | | New York | NY | 10004 | 212-859-8000 | 212-859-4000 | rodbuje@ffhsj.com sliviri@ffhsj.com | Counsel to Equity Security Holders Committee |
| FTI Consulting, Inc. | Randall S. Eisenberg | 3 Times Square | 11th Floor | New York | NY | 10036 | 212-2471010 | 212-841-9350 | randall.eisenberg@fticonsulting.com | Financial Advisors to Debtors |
| General Electric Company | Valerie Venable | 9930 Kincey Avenue | | Huntersville | NC | 28078 | 704-992-5075 | 866-585-2386 | valerie.venable@ge.com | Creditor Committee Member |
| Groom Law Group | Lonie A. Hassel | 1701 Pennsylvania Avenue, NW | | Washington | DC | 20006 | 202-857-0620 | 202-659-4503 | lhassel@groom.com | Counsel to Employee Benefits |
| Hodgson Russ LLP | Stephen H. Gross | 152 West 57th Street | 35th Floor | New York | NY | 10019 | 212-751-4300 | 212-751-0928 | sgross@hodgsonruss.com | Counsel to Hexcel Corporation |
| Honigman Miller Schwartz and Cohn LLP | Frank L. Gorman, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | fgorman@honigman.com | Counsel to General Motors Corporation |
| Honigman Miller Schwartz and Cohn LLP | Robert B. Weiss, Esq. | 2290 First National Building | 660 Woodward Avenue | Detroit | MI | 48226-3583 | 313-465-7000 | 313-465-8000 | rweiss@honigman.com | Counsel to General Motors Corporation |
| Jefferies & Company, Inc. | William Q. Derrough | 520 Madison Avenue | 12th Floor | New York | NY | 10022 | 212-284-2521 | 212-284-2470 | bderrough@jefferies.com | UCC Professional |
| JPMorgan Chase Bank, N.A. | Thomas F. Maher, Richard Duker, Gianni Russello | 270 Park Avenue | | New York | NY | 10017 | 212-270-0426 | 212-270-0430 | thomas.f.maher@chase.com richard.duker@jpmorgan.com gianni.russello@jpmorgan.com | Postpetition Administrative Agent |
| JPMorgan Chase Bank, N.A. | Vilma Francis | 270 Park Avenue | | New York | NY | 10017 | 212-270-5484 | 212-270-4016 | vilma.francis@jpmorgan.com | Prepetition Administrative Agent |
| Kramer Levin Naftalis & Frankel LLP | Gordon Z. Novod | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | gnovod@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Kramer Levin Naftalis & Frankel LLP | Thomas Moers Mayer | 1177 Avenue of the Americas | | New York | NY | 10036 | 212-715-9100 | 212-715-8000 | tmayer@kramerlevin.com | Counsel Data Systems Corporation; EDS Information Services, LLC |
| Latham & Watkins LLP | Robert J. Rosenberg | 885 Third Avenue | | New York | NY | 10022 | 212-906-1370 | 212-751-4864 | robert.rosenberg@lw.com | Counsel to Official Committee of Unsecured Creditors |
| Law Debenture Trust of New York | Daniel R. Fisher | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | daniel.fisher@lawdeb.com | Indenture Trustee |
| Law Debenture Trust of New York | Patrick J. Healy | 767 Third Ave. | 31st Floor | New York | NY | 10017 | 212-750-6474 | 212-750-1361 | patrick.healy@lawdeb.com | Indenture Trustee |
| McDermott Will & Emery LLP | Jason J. DeJonker | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | idejonker@mwe.com | Counsel to Recticel North America, Inc. |
| McDermott Will & Emery LLP | Peter A. Clark | 227 West Monroe Street | Suite 5400 | Chicago | IL | 60606 | 312-372-2000 | 312-984-7700 | pclark@mwe.com | Counsel to Recticel North America, Inc. |

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| McTigue Law Firm | J. Brian McTigue | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | bmctigue@mctiquelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| McTigue Law Firm | Cornish F. Hitchcock | 5301 Wisconsin Ave. N.W. | Suite 350 | Washington | DC | 20015 | 202-364-6900 | 202-364-9960 | conh@mctiquelaw.com | Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees |
| Mesirow Financial | Leon Szlezinger | 666 Third Ave | 21st Floor | New York | NY | 10017 | 212-808-8366 | 212-682-5015 | lszlezinger@mesirrowfinancial.com | UCC Professional |
| Morrison Cohen LLP | Joseph T. Moldovan, Esq. | 909 Third Avenue | | New York | NY | 10022 | 2127358603 | 9175223103 | jmoldovan@morrisoncohen.com | Counsel to Blue Cross and Blue Shield of Michigan |
| Northeast Regional Office | Mark Schonfeld, Regional Director | 3 World Financial Center | Room 4300 | New York | NY | 10281 | 212-336-1100 | 212-336-1323 | newyork@sec.gov | Securities and Exchange Commission |
| Office of New York State | Attorney General Eliot Spitzer | 120 Broadway | | New York City | NY | 10271 | 212-416-8000 | 212-416-6075 | ServeAG@oag.state.ny.us | New York Attorney General's Office |
| O'Melveny & Myers LLP | Robert Siegel | 400 South Hope Street | | Los Angeles | CA | 90071 | 213-430-6000 | 213-430-6407 | rsiegel@omm.com | Special Labor Counsel |
| O'Melveny & Myers LLP | Tom A. Jerman, Rachel Janger | 1625 Eye Street, NW | | Washington | DC | 20006 | 202-383-5300 | 202-383-5414 | tjerman@omm.com | Special Labor Counsel |
| Pension Benefit Guaranty Corporation | Jeffrey Cohen | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005 | 202-326-4020 | 202-326-4112 | garrick.sandra@pbqc.gov efile@pbqc.gov | Counsel to Pension Benefit Guaranty Corporation |
| Pension Benefit Guaranty Corporation | Ralph L. Landy | 1200 K Street, N.W. | Suite 340 | Washington | DC | 20005-4026 | 2023264020 | 2023264112 | landy.ralph@pbqc.gov | Chief Counsel to the Pension Benefit Guaranty Corporation |
| Phillips Nizer LLP | Sandra A. Riemer | 666 Fifth Avenue | | New York | NY | 10103 | 212-841-0589 | 212-262-5152 | sriemer@phillipsnizer.com | Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems |
| Rothchild Inc. | David L. Resnick | 1251 Avenue of the Americas | | New York | NY | 10020 | 212-403-3500 | 212-403-5454 | david.resnick@us.rothschild.com | Financial Advisor |
| Seyfarth Shaw LLP | Robert W. Dremluk | 1270 Avenue of the Americas | Suite 2500 | New York | NY | 10020-1801 | 2122185500 | 2122185526 | rdremluk@seyfarth.com | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc. |
| Shearman & Sterling LLP | Douglas Bartner, Jill Frizzley | 599 Lexington Avenue | | New York | NY | 10022 | 212-8484000 | 212-848-7179 | dbartner@shearman.com jfrizzley@shearman.com | Local Counsel to the Debtors |
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| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | FAX | PARTY / FUNCTION |
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| Akebono Corporation (North America) | Alan Swiech | 34385 Twelve Mile Road | | Farmington Hills | MI | 48331 | | 248-489-7406 | 866-609-0888 | Vice President of Administration for Akebono Corporation |
| APS Clearing, Inc. | Andy Leinhoff | 1301 S. Capital of Texas Highway | Suite B-220 | Austin | TX | 78746 | | 512-314-4416 | 512-314-4462 | Counsel to APS Clearing, Inc. |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | David S. Karp | 101 Park Avenue | | New York | NY | 10178-0061 | | 212-696-6065 | 212-697-1559 | Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co. |
| Damon & Morey LLP | William F. Savino | 1000 Cathedral Place | 298 Main Street | Buffalo | NY | 14202-4096 | | 716-856-5500 | 716-856-5510 | Counsel to Relco, Inc.; The Durham Companies, Inc. |
| Grant & Eisenhofer P.A. | Geoffrey C. Jarvis | 1201 North Market Street | Suite 2100 | Wilmington | DE | 19801 | | 302-622-7000 | 302-622-7100 | Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP |
| King & Spalding, LLP | Alexandra B. Feldman | 1185 Avenue of the Americas | | New York | NY | 10036 | | 212-556-2100 | 212-556-2222 | Counsel to Martinrea International, Inc. |
| Kirkland & Ellis LLP | Geoffrey A. Richards | 200 East Randolph Drive | | Chicago | IL | 60601 | | 312-861-2000 | 312-861-2200 | Counsel to Lunt Manufacturing Company |
| Lord, Bissel & Brook LLP | Rocco N. Covino | 885 Third Avenue | 26th Floor | New York | NY | 10022-4802 | | 212-812-8340 | 212-947-1202 | Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc. |
| Nathan, Neuman & Nathan, P.C. | Susanna C. Brennan | 29100 Northwestern Highway | Suite 260 | Southfield | MI | 48034 | | 248-351-0099 | 248-351-0487 | Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties |
| North Point | Michelle M. Harner | 901 Lakeside Avenue | | Cleveland | OH | 44114 | | 216-586-3939 | 216-579-0212 | Counsel to WL. Ross & Co., LLC |
| Paul, Weiss, Rifkind, Wharton & Garrison | Curtis J. Weidler | 1285 Avenue of the Americas | | New York | NY | 10019-6064 | | 212-373-3157 | 212-373-2053 | Counsel to Ambrake Corporation; Akebono Corporation |
| Republic Engineered Products, Inc. | Joseph Lapinsky | 3770 Embassy Parkway | | Akron | OH | 44333 | | 330-670-3004 | 330-670-3020 | Counsel to Republic Engineered Products, Inc. |
| Ropers, Majeski, Kohn & Bentley | Christopher Norgaard | 515 South Flower Street | Suite 1100 | Los Angeles | CA | 90071 | | 213-312-2000 | 213-312-2001 | Counsel to Brembo S.p.A.; Bibielle S.p.A.; AP Racing |
| Schiff Hardin LLP | William I. Kohn | 6600 Sears Tower | | Chicago | IL | 60066 | | 312-258-5500 | 312-258-5600 | Counsel to Means Industries |
| Terra Law LLP | David B. Draper | 60 S. Market Street | Suite 200 | San Jose | CA | 95113 | | 408-299-1200 | 408-998-4895 | Counsel to Maxim Integrated Products, Inc. |
| WL Ross & Co., LLC | Oscar Iglesias | 600 Lexington Avenue | 19th Floor | New York | NY | 10022 | | 212-826-1100 | 212-317-4893 | Counsel to WL. Ross & Co., LLC |

EXHIBIT D

| COMPANY | CONTACT | ADDRESS1 | ADDRESS2 | CITY | STATE | ZIP | COUNTRY | PHONE | PARTY / FUNCTION |
|------------------------------------|--------------------------------------|------------------------------|------------|-------------|-------|-------|---------|--------------|--|
| Cage Williams & Abelman, P.C. | Steven E. Abelman | 1433 Seventeenth Street | | Denver | CO | 80202 | | 303-295-0202 | Counsel to United Power, Inc. |
| Jason, Inc. | Beth Klimczak, General Counsel | 411 E. Wisconsin Ave | Suite 2120 | Milwaukee | WI | 53202 | | | General Counsel to Jason Incorporated |
| Miami-Dade County Tax Collector | Metro-Dade Paralegal Unit | 140 West Flagler Street | Suite 1403 | Miami | FL | 33130 | | 305-375-5314 | Paralegal Collection Specialist for Miami-Dade County |
| Professional Technologies Services | John V. Gorman | P.O. Box #304 | | Frankenmuth | MI | 48734 | | 989-385-3230 | Corporate Secretary for Professional Technologies Services |
| Rosen Slome Marder LLP | Thomas R. Slome | 333 Earle Ovington Boulevard | Suite 901 | Uniondale | NY | 11533 | | 516-227-1600 | Counsel to JAE Electronics, Inc. |
| Traub, Bonaquist & Fox LLP | Maura I. Russell Wendy G. Marcari | 655 Third Avenue | 21st Floor | New York | NY | 10017 | | 212-476-4770 | Counsel to SPCP Group LLC |

EXHIBIT E

Presentment Date and Time: November 9, 2006 at 4:00 p.m.
Objection Deadline: November 9, 2006 at 2:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05- 44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

NOTICE OF PRESENTMENT OF ORDER UNDER
11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING
EMPLOYMENT AND RETENTION OF DLA PIPER LLP AS CORPORATE,
EMPLOYMENT, AND INTELLECTUAL PROPERTY COUNSEL TO DEBTOR
MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

PLEASE TAKE NOTICE that on October 30, 2006, MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases, filed the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of DLA Piper LLP As Corporate, Employment, And Intellectual Property Counsel To Debtor MobileAria, Inc. Nunc Pro Tunc To May 1, 2006 (the "Application," attached to this notice as Exhibit A).

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on November 30, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit B will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on November 9, 2006 at 4:00 p.m. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R.

Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006, as amended (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Brian Resnick), (v) counsel for the Official Committee Of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) DLA Piper LLP, 2000 University Avenue, East Palo Alto, California 94303 (Att'n: Amy W. Potter), (vii) counsel for the Official Committee Of Equity Security Holders, Fried Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite

2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **2:00 p.m. (Prevailing Eastern Time) on November 9, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York
October 30, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
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- and -

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Kayalyn A. Marafioti (KM 9632)
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Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
DLA PIPER LLP
AS CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY COUNSEL
TO DEBTOR MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

("DLA PIPER RETENTION APPLICATION")

MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases, hereby submits this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of DLA Piper LLP ("DLA Piper") as corporate, employment, and intellectual property counsel to MobileAria nunc pro tunc to May 1, 2006. In support of this Application, MobileAria submits the Affidavit of James M. Koshland, sworn to October 17, 2006 (the "Koshland Affidavit"), and respectfully represents as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates (collectively, the "Debtors"),¹ including MobileAria, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases.

2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders.

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

¹ In addition to Delphi and MobileAria, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Furukawa Wiring Systems LLC, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Receivables LLC, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

4. The statutory predicates for the relief requested herein are sections 327(e) and 1107(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2005 had global 2005 net sales of approximately \$26.9 billion and global assets of approximately \$17.0 billion.² At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive

² The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of

³ Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Overview

13. MobileAria provides fleet management, efficiency, and security services for mobile transportation systems, using patented hardware and software that tracks vehicles by satellite. Since 2000, DLA Piper (via its predecessor Gray Cary Ware & Freidenrich) has provided general business, employment, and corporate advice, as well as advice related to MobileAria's interest in domestic and international patents and other intellectual property interests. As noted above, MobileAria filed for chapter 11 protection on October 14, 2005 and is one of the Debtors in these jointly-administered chapter 11 cases.

14. MobileAria had retained DLA Piper as an ordinary course professional according to the Order Under 11 U.S.C §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business entered by this Court on November 4, 2005 (Docket No. 883) (the "Ordinary Course Professionals Order"). At the end of April 2006, DLA Piper exceeded the fee cap established in the Ordinary Course Professionals Order. In light of this, pursuant to the Ordinary Course Professionals Order, for DLA Piper to be authorized to continue rendering the services that it had been engaged by MobileAria to perform as an ordinary course professional, DLA Piper must be formally retained by MobileAria. For this reason, MobileAria requests authority to formally retain DLA Piper as corporate, employment, and intellectual property counsel in these chapter 11 cases.

15. With the assistance and advice of DLA Piper, MobileAria closed the sale of substantially all of its assets for \$11.7 million on July 31, 2006.

16. With this Court's approval, DLA Piper will continue to serve as corporate, employment, and intellectual property counsel to MobileAria during these chapter 11 cases.

DLA Piper has performed similar work for MobileAria for the past six years and is therefore very familiar with MobileAria's businesses and operations.

Relief Requested

17. By this Application, MobileAria requests entry of an order authorizing MobileAria to employ and retain DLA Piper as corporate, employment, and intellectual property counsel for MobileAria in these chapter 11 cases pursuant to the letter agreement attached to the Koshland Affidavit as Exhibit A, nunc pro tunc to May 1, 2006.

Basis For Relief

18. MobileAria submits that DLA Piper's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the debtor prior to the commencement of its chapter 11 case, for a "specified special purpose" if such employment is in the best interests of the debtor. Because DLA Piper is proposed corporate, employment, and intellectual property counsel to MobileAria, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that DLA Piper and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) requires that DLA Piper not represent or hold any interest adverse to the Debtors' estates or the Debtors with respect to the matter on which DLA Piper is to be employed. As discussed below, the employment of DLA Piper as corporate, employment, and intellectual property counsel to MobileAria is in the best interests of MobileAria's estate.

MobileAria's Employment Of DLA Piper
Is In The Best Interests Of MobileAria's Estate

19. As noted above, MobileAria had retained DLA Piper as an ordinary course professional according to the Ordinary Course Professionals Order. At the end of April 2006,

DLA Piper exceeded the fee cap established in the Ordinary Course Professionals Order. Pursuant to the Ordinary Course Professionals Order, for MobileAria to continue to engage DLA Piper in the same capacity, MobileAria must formally retain DLA Piper. Therefore, MobileAria requests authority to formally retain DLA Piper as corporate, employment, and intellectual property counsel in these chapter 11 cases.

20. DLA Piper will continue to serve as corporate, employment, and intellectual property counsel to MobileAria during these chapter 11 cases. DLA Piper has performed similar work for MobileAria for the past six years and is therefore very familiar with MobileAria's businesses and operations.

21. DLA Piper is one of the largest full service law firms in the world with more than 3,000 attorneys who handle a wide range of sophisticated commercial and other business matters for some of the nation's largest companies and non-profit organizations. Most importantly for present purposes, several members of DLA Piper have extensive experience in corporate, employment, and intellectual property law and the interplay of those practice areas with restructuring and bankruptcy law. Accordingly, MobileAria believes that DLA Piper is well-qualified to serve as corporate, employment, and intellectual property counsel to MobileAria in these chapter 11 cases in an efficient and effective manner.

22. MobileAria believes that the employment of DLA Piper will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP, the Debtors' special counsel, Togut, Segal & Segal LLP, the Debtors' conflicts counsel, or any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by DLA

Piper as corporate, employment, and intellectual property counsel to MobileAria. DLA Piper will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By DLA Piper

23. MobileAria wishes to engage DLA Piper nunc pro tunc to May 1, 2006 to provide legal services to MobileAria in connection with corporate, employment, and intellectual property issues. Such services have included, and MobileAria anticipates that such services will continue to include, the following:

- (a) To advise and represent MobileAria with respect to general business, corporate, and employment matters as they arise,
- (b) To maintain MobileAria's rights in intellectual property assets and to counsel MobileAria with respect to its rights in connection with any reorganization, restructuring, sale, or transfer of its intellectual property rights, as may be necessary, and
- (c) To advise and assist MobileAria with the sale of substantially all of its assets.

24. DLA Piper has indicated its desire and willingness to represent MobileAria as set forth herein and to render the necessary professional services as legal counsel to MobileAria.

25. MobileAria may request that DLA Piper undertake specific matters beyond the scope of the responsibilities set forth above. Should DLA Piper agree, in its discretion, to undertake any such matter, MobileAria shall seek further order of this Court.

Disinterestedness Of Professionals

26. The Koshland Affidavit filed in support of this Application contains information available to date on DLA Piper's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of MobileAria's knowledge, and based on the information in the attached Koshland Affidavit, DLA Piper, its shareholders, counsel, and

associates do not hold or represent any interest adverse to MobileAria or the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which DLA Piper is to be employed.

27. As previously noted, DLA Piper is currently engaged on an hourly basis to provide legal services to MobileAria. DLA Piper's original engagement with MobileAria provided for a special deferment of fees for the first year of the engagement. In consideration for the deferment, DLA Piper retained the right to purchase up to one-half percent (0.5%) of the outstanding shares of MobileAria's common stock at the current fair market value. The deferment has expired and DLA Piper did not purchase any of MobileAria's stock under the agreement, and hereby expressly waives any right it has to acquire stock in MobileAria.

28. DLA Piper is scheduled as an unsecured creditor of MobileAria in the amount of \$8,811.98. According to DLA Piper's accounting records, the correct amount of its claim against MobileAria is \$8,770.83.

29. Lawyers in other DLA Piper offices currently represent potential creditors of the Debtors in matters not related to MobileAria. As set forth in the Verified Statement Of DLA Piper Rudnick Gray Cary US LLP Pursuant To Rule 2019 Of The Federal Rules Of Bankruptcy Procedure Regarding Representation Of Multiple Parties filed in these cases, DLA Piper also represents the following parties in connection with Delphi:

a. DLA Piper's Austin, Texas office represents Silicon Laboratories, Inc. ("Silicon"), an alleged creditor of one or more of the Debtors. Silicon has asserted claims against Delphi.

b. DLA Piper's San Diego, California office represents PEC of America Corporation ("PEC"), an alleged creditor of one or more of the Debtors. PEC has asserted a claim against Delphi.

c. DLA Piper's San Diego, California office also represents ASE, an alleged creditor of one or more of the Debtors. ASE has asserted claims against Delphi.

d. DLA Piper's Baltimore, Maryland office represents Constellation New Energy, Inc. ("Constellation"), an alleged creditor of one or more of the Debtors. Constellation has asserted claims against Delphi.

e. DLA Piper's Baltimore, Maryland office also represents Computer Sciences Corporation ("CSC") in negotiating a potential service agreement with one or more of the Debtors.

30. DLA Piper has established a screen isolating the professionals designated to represent MobileAria from the professionals representing Silicon, PEC, ASE, Constellation, or CSC. The DLA Piper personnel representing MobileAria will not disclose any information relating to the engagement to any personnel representing Silicon, PEC, ASE, Constellation, or CSC. Conversely, DLA Piper personnel representing Silicon, PEC, ASE, Constellation, or CSC will not disclose any information to the DLA Piper personnel representing MobileAria. In addition, all MobileAria files and records will be isolated from the personnel representing Silicon, PEC, ASE, Constellation, or CSC. A memorandum has been issued to all DLA Piper personnel involved in these matters outlining the protocol for maintaining the screen.

31. DLA Piper represents @Road, Inc. ("@Road") in matters unrelated to MobileAria and its bankruptcy case. @Road and MobileAria agreed to waive any potential conflicts of interest to allow DLA Piper to represent MobileAria in negotiations for the sale of

substantially all of MobileAria's assets. @Road submitted a qualified bid to participate in an auction of MobileAria's assets on July 6, 2006 and submitted a \$500,000.00 deposit (the "Good Faith Deposit") to DLA Piper's escrow account pursuant to the bidding procedures. At the auction, @Road was determined to have the successful bid and MobileAria entered into a definitive agreement with @Road to sell substantially all of its assets. On the evening of July 18, 2006, @Road declined to consummate the purchase of substantially all of MobileAria's assets and requested return of the Good Faith Deposit. MobileAria contended that it was entitled to retain the Good Faith Deposit. DLA Piper notified both MobileAria and @Road that it could not represent either of them in the dispute regarding the Good Faith Deposit and that it would be filing an interpleader action in the bankruptcy case to resolve the dispute. DLA Piper filed an interpleader in the bankruptcy case on July 25, 2006, Adversary Proceeding No. 06-01671. The interpleader action settled on August 4, 2006 and the Good Faith Deposit was disbursed shortly thereafter. The DLA Piper personnel representing DLA Piper in the interpleader action were not the same DLA Piper personnel representing MobileAria in its bankruptcy case.

32. DLA Piper has disclosed to MobileAria and the Debtors in the Koshland Affidavit that DLA Piper has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to MobileAria or its chapter 11 case. DLA Piper does not believe that the foregoing raises any actual or potential conflict of interest of DLA Piper relating to the representation of MobileAria as its corporate, employment, and intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, to vitiate any actual or potential conflicts of interest, DLA Piper will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom DLA

Piper has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Applicable Fee Arrangement

33. MobileAria understands that DLA Piper intends to apply to this Court for compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding Local Bankruptcy Rules for the Southern District of New York, orders of this Court, and guidelines established by the U.S. Trustee.

34. DLA Piper and MobileAria have agreed to a compensation arrangement. MobileAria proposes to pay DLA Piper its standard hourly rates and to reimburse DLA Piper for expenses according to the Debtors' reimbursement policies. The DLA Piper attorneys who are expected to be principally responsible for the matters in these chapter 11 cases and their respective hourly rates are:

| | |
|------------------|-------|
| James Koshland | \$685 |
| Victoria Lee | \$495 |
| Michael Standlee | \$495 |
| Christie Branson | \$405 |

These hourly rates are subject to annual adjustment according to DLA Piper's standard policies, subject to the approval of this Court.

35. No arrangement is proposed between MobileAria and DLA Piper for compensation to be paid in these chapter 11 cases other than as set forth above and in the Koshland Affidavit.

36. At MobileAria's request and pursuant to the Ordinary Course Professionals Order, DLA Piper has continued to assist MobileAria in connection with corporate, employment, and intellectual property matters since October 2005 when MobileAria sought for chapter 11

protection. Because DLA Piper exceeded the fee threshold as laid out in the Ordinary Course Professionals Order in May 2006, MobileAria requests that DLA Piper's retention be effective nunc pro tunc to May 1, 2006.

Conclusion

37. For the foregoing reasons, MobileAria submits that the employment of DLA Piper as MobileAria's corporate, employment, and intellectual property counsel on the terms set forth herein is in the best interests of the estates.

Notice

38. Notice of this Application has been provided in accordance with the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006 (Docket No. 5418). In light of the nature of the relief requested, MobileAria submits that no other or further notice is necessary.

Memorandum Of Law

39. Because the legal points and authorities upon which this Application relies are incorporated herein, MobileAria respectfully requests that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, MobileAria respectfully requests that this Court enter an order (a) authorizing MobileAria to employ and retain DLA Piper as corporate, employment, and intellectual property counsel to perform the services set forth herein, nunc pro tunc to May 1, 2006 and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
October 30, 2006

MOBILEARIA, INC.

By: /s/ Robert Schumacher
Name: Robert Schumacher
Title: Director

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF JAMES M. KOSHLAND IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANK. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF DLA PIPER LLP
AS CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY COUNSEL
FOR DEBTOR MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

STATE OF CALIFORNIA

COUNTY OF SAN MATEO

JAMES M. KOSHLAND being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the state and federal courts of the State of California. I am a member of the law firm of DLA Piper LLP ("DLA Piper"), proposed corporate, employment, and intellectual property counsel to MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases (collectively with Delphi and certain of its U.S. subsidiaries and affiliates, the "Debtors").

2. I submit this affidavit (this "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of DLA Piper As Corporate, Employment, And Intellectual Property Counsel To Debtor MobileAria, Inc. (the "Application"), filed concurrently herewith.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The address and telephone number of DLA Piper's East Palo Alto, California office is 2000 University Avenue, East Palo Alto, CA 94303, (650) 833-2000.

4. DLA Piper is well-qualified to assist MobileAria in the manner described in the Application. Attached hereto as Exhibit A is the letter agreement between MobileAria and Gray Cary Ware & Freidenrich, DLA Piper's predecessor (the "Engagement Letter"). Attached hereto as Exhibit B is a copy of the professional biographies and backgrounds of the DLA Piper attorneys who will have primary responsibility for providing the services listed below to MobileAria.

5. DLA Piper is one of the largest full service law firms in the world with more than 3,000 attorneys who handle a wide range of sophisticated commercial and other business matters for some of the nation's largest companies and non-profit organizations. Most importantly for present purposes, several members of DLA Piper have extensive experience in corporate, employment, and intellectual property law and their interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that DLA Piper is well-qualified to serve as corporate, employment, and intellectual property counsel for MobileAria in these chapter 11 cases in an efficient and effective manner.

6. DLA Piper has advised MobileAria regarding corporate, employment, and intellectual property matters for the past six years. Based on the services that DLA Piper has previously provided to MobileAria, DLA Piper is thoroughly familiar with MobileAria's corporate structure, the nature of its financial status, and certain legal matters relating to MobileAria.

7. Generally, in connection with MobileAria's case, DLA Piper has provided, and will continue to provide, MobileAria with the following types of professional services:

- (a) To advise and represent MobileAria with respect to general business, corporate, and employment matters as they arise,
- (b) To maintain MobileAria's rights in intellectual property assets and to counsel MobileAria with respect to its rights in connection with any reorganization, restructuring, sale, or transfer of its intellectual property rights, as may be necessary, and
- (c) To advise and assist MobileAria with the sale of substantially all of its assets.

8. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP as the Debtors' conflicts counsel, or the engagement of any other counsel for the Debtors, DLA Piper will not be responsible for or undertake any representation with respect to (a) advising MobileAria concerning specific contracts and claims of certain of DLA Piper's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of DLA Piper's existing clients. These existing client relationships are discussed more fully below.

9. It is DLA Piper's understanding that MobileAria may request that DLA Piper undertake specific matters beyond the limited scope of the responsibilities set forth above. Should DLA Piper agree, in its discretion, to undertake any such matter, it is DLA Piper's understanding that MobileAria will seek further order of this Court.

10. DLA Piper is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and DLA Piper. It is DLA Piper's intention that the Debtors' estates should receive the best value possible from the efficient coordination of work among its counsel. DLA Piper believes that its lawyers, and the rest of the lawyers retained in these cases have to date, and will continue to, delineate clearly the

division of work between them so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

11. DLA Piper is currently engaged on an hourly basis to provide legal services to MobileAria. DLA Piper's original engagement with MobileAria provided for a special deferment of fees for the first year of the engagement. In consideration for the deferment, DLA Piper retained the right to purchase up to one-half percent (0.5%) of the outstanding shares of common stock at the current fair market value of MobileAria's stock. The deferment has expired and DLA Piper did not purchase any of MobileAria's stock under the agreement and hereby expressly waives any right it has to acquire stock in MobileAria.

12. DLA Piper is listed as an unsecured creditor of MobileAria in the amount of \$8,811.98. According to DLA Piper's accounting records, the correct amount of its claim against MobileAria is \$8,770.83. There are no arrangements between DLA Piper and any entity to share compensation received or to be received in connection with these chapter 11 cases.

13. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, MobileAria proposes to pay DLA Piper its standard hourly rates and to reimburse DLA Piper for expenses according to the Debtors' reimbursement policies. The DLA Piper attorneys who are expected to be principally responsible for the matters in these chapter 11 cases and their respective hourly rates are:

| | |
|------------------|-------|
| James Koshland | \$685 |
| Victoria Lee | \$495 |
| Michael Standlee | \$495 |
| Christie Branson | \$405 |

These hourly rates are subject to annual adjustment according to DLA Piper's standard policies, subject to the approval of this Court.

14. DLA Piper acknowledges that all amounts paid to DLA Piper during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to DLA Piper during these cases are disallowed by this Court, the fees and expenses will be disgorged by DLA Piper and returned to MobileAria or as otherwise ordered by this Court.

15. DLA Piper categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). DLA Piper acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

16. Lawyers in other DLA Piper offices currently represent potential creditors of the Debtors in matters not related to MobileAria. As set forth in the Verified Statement Of DLA Piper Rudnick Gray Cary US LLP Pursuant To Rule 2019 Of the Federal Rules Of Bankruptcy Procedure Regarding Representation Of Multiple Parties filed in these cases, DLA Piper also represents the following parties in connection with Delphi:

a. DLA Piper's Austin, Texas office represents Silicon Laboratories, Inc. ("Silicon"), an alleged creditor of one or more of the Debtors. Silicon has asserted claims against Delphi.

b. DLA Piper's San Diego, California office represents PEC of America Corporation ("PEC"), an alleged creditor of one or more of the Debtors. PEC has asserted a claim against Delphi.

c. DLA Piper's San Diego, California office also represents ASE, an alleged creditor of one or more of the Debtors. ASE has asserted claims against Delphi.

d. DLA Piper's Baltimore, Maryland office represents Constellation New Energy, Inc. ("Constellation"), an alleged creditor of one or more of the Debtors.

Constellation has asserted claims against Delphi.

e. DLA Piper's Baltimore, Maryland office also represents Computer Sciences Corporation ("CSC") in negotiating a potential service agreement with one or more of the Debtors.

17. DLA Piper has established a screen isolating the professionals designated to represent MobileAria from the professionals representing Silicon, PEC, ASE, Constellation, or CSC. The DLA Piper personnel representing MobileAria will not disclose any information relating to the engagement to any personnel representing Silicon, PEC, ASE, Constellation, or CSC. Conversely, DLA Piper personnel representing Silicon, PEC, ASE, Constellation, or CSC will not disclose any information to the DLA Piper personnel representing MobileAria. In addition, all MobileAria files and records will be isolated from the personnel representing Silicon, PEC, ASE, Constellation, or CSC. A memorandum has been issued to all DLA Piper personnel involved in these matters outlining the protocol for maintaining the screen.

18. DLA Piper represents @Road, Inc. ("@Road") in matters unrelated to MobileAria and its bankruptcy case. @Road and MobileAria agreed to waive any potential conflicts of interest to allow DLA Piper to represent MobileAria in negotiations for the sale of substantially all of MobileAria's assets. @Road submitted a Qualified Bid to participate in an auction of MobileAria's assets on July 6, 2006 and submitted a \$500,000.00 deposit (the "Good Faith Deposit") to DLA Piper's escrow account pursuant to the bidding procedures. At the auction, @Road was determined to have the successful bid and MobileAria entered into a definitive agreement with @Road to sell substantially all of its assets. On the evening of July 18,

2006, @Road declined to consummate the purchase of substantially all of MobileAria's assets and requested return of the Good Faith Deposit. MobileAria contended that it was entitled to retain the Good Faith Deposit. DLA Piper notified both MobileAria and @Road that it could not represent either of them in the dispute regarding the Good Faith Deposit and that it would be filing an interpleader action in the bankruptcy case to resolve the dispute. DLA Piper filed an interpleader in the bankruptcy case on July 25, 2006, Adversary Proceeding No. 06-01671. The interpleader action settled on August 4, 2006 and the Good Faith Deposit was disbursed shortly thereafter. The DLA Piper personnel representing DLA Piper in the interpleader action were not the same DLA Piper personnel representing MobileAria in its bankruptcy case.

19. DLA Piper has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. DLA Piper maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused DLA Piper to review and analyze the conflict database to determine whether DLA Piper has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to DLA Piper by the Debtors and Skadden and information contained in the database.

20. Based upon this research, I have determined that DLA Piper has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to MobileAria, the Debtors, or these chapter 11 cases. These connections are disclosed in Exhibit C hereto. Based upon the search conducted to date, I submit that (a) none of DLA Piper's representations or other connections disclosed herein have resulted or will result in any actual or potential conflict of interest herein, which have not already been consented to and/or expressly waived by MobileAria and/or the

other Debtors, as appropriate, and (b) neither I, nor DLA Piper or any partner, counsel, or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to MobileAria, the Debtors, or their estates with respect to the matters on which DLA Piper is to be employed.

21. It is my intention that, if DLA Piper becomes aware of any other connections of which it presently is unaware, DLA Piper will bring them to the attention of this Court and the U.S. Trustee.

22. By reason of the foregoing, I believe that DLA Piper is eligible for employment and retention by MobileAria pursuant to section 327(e) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Bankruptcy Rules.

Dated: East Palo Alto, CA
October 17, 2006

By: /s/ James M. Koshland
James M. Koshland

Sworn to before me this 18th
day of October, 2006

/s/ Victoria I. De Rossett
Notary Public

Exhibit A
Engagement Letter

GRAYCARY. TECHNOLOGY'S LEGAL EDGESM

400 Hamilton Avenue
Palo Alto, CA 94301-1809
www.graycary.com
O] 650-833-2009
F] 650-327-3699

ATTORNEY-CLIENT PRIVILEGE

May 24, 2000

Mobilaria, Inc.
26830 Elena Road
Los Altos Hills, California 94027
Attention: Mr. Dan Kolkowitz

Re: Engagement Letter for Legal Services for Mobilaria, Inc. (the "Company")

Dear Dan:

The purpose of this letter is to confirm our understanding of the representation that Gray Cary Ware & Freidenrich (the "Firm") has agreed to undertake on behalf of the Company, and to set forth the scope and terms of our engagement.

1. Scope of Engagement.

As we discussed, the initial scope of our representation will be to provide legal services with respect to general corporate work. In general, our services may include investigation, research and analysis of legal and factual issues, analysis of applicable law, negotiations with opposing counsel, drafting and preparation of documents, review and comment on documents prepared by others, and written and oral communications with other parties and with you.

2. Limitation on Scope of Engagement.

We wish to make it clear that we are representing the Company as a corporate entity, and not the individuals who will be its shareholders.

At your request, the Firm is representing the corporation, and thereby indirectly representing the mutual interests of its proposed shareholders. The Rules of Professional Conduct (Rule 3-600) make it clear that, when representing the corporation, we are representing the entity itself, and not its shareholders. In our role as legal counsel, the Firm will provide legal representation appropriate for the corporation, and indirectly therefore for the best interests of all its shareholders. But we will not be an advocate for one shareholder's interests over another's or over the corporation's interests. When conflicting interests between and among shareholders arise, we will make recommendations based upon what we believe to be a fair and reasonable compromise and accommodation between and among the conflicting interests, but our duty and loyalty is to the corporation and we will recommend what we believe to be in the best interests of the corporation, rather than any individual.

Mr. Tom O'Gara
May 24, 2000
Page 2

The existence of the potential for conflicts among the individuals, and among an individual and the corporation, suggests that you may be well advised to engage separate and independent legal counsel to advise you in these areas. You have informed us that the proposed shareholders have a good working relationship, pursuant to which they have mutually decided upon a satisfactory resolution to the issues which we have brought to your attention to date, together with those which you have identified and discussed among themselves. You have also informed us that you believe that the proposed shareholders have either already reached or can quickly reach resolution on these issues. Therefore, you have asked the Firm to serve as legal counsel for the corporation and have elected not to engage separate counsel for each of the proposed shareholders.

If a situation arises in the future which the Firm feels creates a conflict among the shareholders, we will endeavor to identify it and to ascertain that you have reached a mutual resolution satisfactory to each of the shareholders. While we will advise the management of the corporation as to what we believe to be the fair and appropriate resolution of any such conflict, the Firm will not advocate on behalf of any one of the shareholders. In short, the Firm will now serve and will continue to serve as legal counsel for the corporation and not for one of the shareholders against the interests of the others.

If you would like to have independent legal counsel review this engagement letter, or if at any time during the course of our representation any shareholder would like to have independent legal counsel to represent his or her own individual interests, he or she should feel free to do so. As the legal counsel to the corporation, we will be glad to provide you with names of counsel for your interview and selection and will be glad to discuss with counsel of your choosing any issues arising between the corporation and you.

3. Progress and Reporting.

We will report regularly on the status of the matter, and on significant developments as they occur. It is also our practice to provide copies to you of all significant documents, and to inform you of all significant communications in the matter. We will forward our written communications to you.

We ask that you remain in close contact with us and that you be available to consult with us as developments occur and to instruct and give us authority as necessary. If you have any questions or concerns about the matter, we ask that you raise them with us immediately so that they can be promptly and effectively addressed and resolved.

We communicate from time to time with our clients using telecopiers, cell telephones and email. As you are no doubt aware, these forms of communication are not secure against unauthorized access. These forms of communication do not ensure the confidentiality of their contents and there is therefore some risk of disclosure and loss of attorney-client privilege in using these forms of communication. If you object to our using any one or more of these forms of communication, please let us know immediately and we will attempt to honor that request.

4. Staffing.

Mr. Tom O'Gara
May 24, 2000
Page 3

I will be the Company's principal contact at the firm. We will be in direct contact on a regular basis, and we will keep generally abreast of all legal work being performed for the Company. To meet the Company's needs, we will introduce you to other attorneys in the firm who can provide the specific expertise required to deal with issues as they arise. We will attempt wherever possible to make work assignments in a way that maximizes legal effectiveness and time efficiency and minimizes the Company's legal expenses.

5. Basis for Legal Fees.

Like other full service law firms, our services are recorded, and generally are charged, on an hourly basis. Gray Cary has a standard hourly rate for each attorney, paralegal and law clerk in the firm. These hourly rates are based on a variety of factors, including the experience and expertise of each individual and rates being charged by other firms providing similar services in the markets we serve. For example, the standard hourly billing rates of our attorneys currently range from \$155.00 to \$525.00, depending on the attorney's experience and seniority. Paraprofessional time is currently billed at hourly rates varying between \$50.00 and \$300.00. For large merger and acquisition transactions, our attorneys' hourly rates are somewhat higher. For certain matters, such as foreign trademark registrations, we charge on a fixed fee basis. We review our billing rates from time to time and make such periodic changes as we consider necessary for us to remain competitive.

6. Special Fee Arrangements.

As we have discussed, our business strategy is to build strong relationships with promising emerging companies such as the Company, assist them in achieving their initial objectives and, based upon the development of a close working partnership, continue to provide services to them as they grow. Accordingly, we are prepared to offer certain special fee arrangements that will be applicable for our engagement with the Company and that will modify our standard fees as outlined above. These special fee arrangements will be in effect for the period beginning on the date of our engagement and ending on the closing date of a financing or series of financings of the Company where aggregate gross proceeds to the Company equal or exceed \$1,000,000 (the "financing") (the "Special Fee Period"). These special fee arrangements are as follows:

(a) We will provide the Company with up to \$15,000 of deferred billing for legal services (calculated on the basis of our normal hourly rates), for services relating to our initial engagement as described in paragraph 1 above, and other corporate, securities, intellectual property, licensing, real estate, tax and employment law matters ("General Services"), as we shall mutually agree. Upon the closing of the financing, the Company will pay all fees then accrued. Thereafter, fees will be payable on a regular monthly basis as billed. To keep you apprised of the status of the Company account, we will provide you with an invoice on a monthly basis, showing the calculation of applicable deferred fees. If the amount of deferred fees reaches \$15,000, we may ask that you meet with us to discuss a program under which you will begin to pay the deferred amounts in installments and that you pay for further services on a current basis.

(b) The foregoing deferral will not apply to legal services in connection with an IPO or a merger or acquisition transaction, to patent prosecution services, or to litigation, patent or

Mr. Tom O'Gara
May 24, 2000
Page 4

other complex matters not presently anticipated, all of which would be subject to our standard billing arrangements unless we agree otherwise on a case-by-case basis.

(c) In order to provide us with an opportunity to better understand the Company's business and to enhance our ability to assist the Company as effective advisors and counselors, we will provide up to 25 hours annually of attendance at meetings of the Company's Board of Directors without charge, except to the extent that our presence at a meeting is requested to address specific legal issues such as litigation, equity compensation matters or a proposed financing or strategic transaction.

(d) Fees for services rendered after the Special Fee Period will be subject to our normal billing arrangements, unless otherwise agreed. The deferral set forth above shall apply only to our legal fees and not to costs and expenses that we incur for the Company's account, which shall be reimbursable to us in full and payable on a current basis as billed. In addition, all deferrals are conditioned upon timely payment of our fees as they become due and upon the assumption that we will serve as the Company's principal outside counsel for matters within the scope of our engagement.

(e) Should the Company be acquired by another entity (through a merger or otherwise) within the first twelve months following our engagement, we will bill the Company the aggregate amount of fees deferred to date.

7. Investment in the Company.

(a) In consideration of the foregoing special fee arrangements, the Firm will purchase one-half percent (0.5%) of the outstanding shares of common stock at the current fair market value of the Company's common stock.

(b) In addition, as we discussed, our firm's investment partnership may have an interest in participating in the financing or subsequent financings, if any. Accordingly, we ask that you consider, if appropriate, providing the partnership an opportunity to acquire up to \$100,000 of stock as a part of the financings, on the same terms as the other investors.

8. Billing Procedures.

I will review the time records monthly before a statement is rendered. This review may result in upward or downward adjustments in the statement, where appropriate, in our judgment. For example, time may be adjusted downward for duplication of effort, for training time beyond the normal adjustments for attorney experience already factored into our hourly rates, or in other situations where we believe it would not be appropriate to charge you for the full time spent on the project. On the other hand, the statement may be adjusted upward to reflect more accurately the value of our services because of a special level of expertise in the subject matter of the engagement, the complexity of the matter, the intensity of our efforts (such as meeting special deadlines), the responsibility assumed, the results obtained due to innovation, or other special efforts or circumstances not accurately reflected in hourly rates.

Mr. Tom O'Gara
May 24, 2000
Page 5

It is our policy to serve our clients with the most effective support system available, while at the same time allocating costs of such systems to the clients who use them. Therefore, in addition to fees for legal services, we also charge for long distance telephone, telex, courier and other communication costs, photocopy duplication, computer research facilities (such as LEXIS, DIALOG and WESTLAW), court reporters and other out-of-pocket costs incurred on your behalf.

Statements will be rendered to you on a monthly basis. However, in our discretion or upon your request, we will prepare periodic informational statements setting forth the approximate level of fees incurred to date in substantial transactions, subject to adjustment as appropriate at the conclusion of the transaction.

We make every effort to include disbursements in the statement for the month in which the disbursements are incurred. However, some of the disbursements, such as telephone charges, are not available to us until the following months, in which case a supplemental statement will be rendered to you for these additional charges.

Statements are due and payable on receipt, but in any event no later than thirty (30) days after they are rendered to you. As our statements reflect time expended anywhere from 15 to 45 days prior to the statement date, we would appreciate receiving payment for our services upon presentation.

9. Record Retention.

At the conclusion of this matter, the Firm will return to you any valuable property you have entrusted to us, the Firm will dispose of any and all superfluous documents consistent with maintaining the confidentiality of the contents of those documents, and the Firm will store the entire balance of the file, at the Firm's expense, for at least five (5) years. After the five (5) year retention period, unless you may make other arrangements and pick up the file, the file will be disposed of in the regular course of business, at the Firm's expense, consistent with maintaining the confidentiality of its contents.

Mr. Tom O'Gara
May 24, 2000
Page 6

10. Arbitration.

We appreciate the opportunity to serve as your attorneys and anticipate a productive, harmonious relationship. If you become dissatisfied for any reason with the services we have performed or the fees charged, we encourage you to bring that to our attention immediately. If we perceive a problem with the representation, we will discuss it with you. Most such problems should be rectified by communication and discussion. However, a dispute could arise between us which cannot be resolved by negotiation. We believe that such attorney-client disputes are most satisfactorily resolved through binding arbitration than by litigation in court.

Arbitration is a process by which both parties to a dispute agree to submit the matter to a retired judge or other arbitrator who has expertise in the area and to abide by the arbitrator's decision, instead of litigating in court. In arbitration, there is no right to a trial by jury and the arbitrator's legal and factual determinations are generally not subject to appellate review. Arbitration rules of evidence and procedure are often less formal and rigid than in a court trial. Arbitration usually results in a decision much more quickly than proceedings in court, and the attorneys' fees and other costs incurred by both sides are usually substantially less.

Both the United States and California Supreme Courts have endorsed arbitration as an accepted and favored method of resolving disputes, because it is economical and expeditious. Arbitration is also less acrimonious and more confidential than traditional litigation and is therefore particularly suited to resolution of disputes between attorneys and their clients. You are free to discuss the advisability of arbitration with us or your independent counsel or any of your other advisors and to ask any questions which you have.

By signing this letter, you agree that any controversy or claim arising out of or relating to this engagement will be resolved by binding arbitration, including any controversy or claim arising out of or relating to this agreement, our relationship, the quality or scope of services rendered, the fees charged, the appropriateness of actions taken or not taken, or any other matter relating to our representation. Binding arbitration will be conducted by a panel of three arbitrators, selected from the American Arbitration Association panel for the Large Complex Case Program. The arbitration shall be conducted in accordance with the Commercial Arbitration Rules of the American Arbitration Association. The parties shall allow and participate in discovery in accordance with the Federal Rules of Civil Procedure for a period of ninety days after the filing of an answer or another responsive pleading. Unresolved discovery disputes may be brought to the attention of the chair of the arbitration panel and shall be disposed of by the chair of the panel. Judgment upon the award rendered by the arbitrators may be enforced in any court of competent jurisdiction. Unless and until the arbitrators decide that one party is to pay for all (or a share) of the arbitrators' fees and expenses, both parties shall share equally in the payment of the arbitrators' fees as and when billed by the arbitrators.

Your agreement to arbitrate disputes is not a condition of our agreeing to represent you, and if you do not wish to agree to arbitrate, you should advise us before signing this letter, so that we can delete this section of the agreement.

Mr. Tom O'Gara
May 24, 2000
Page 7

We look forward to representing you and thank you for looking to us to assist you. If you have any questions concerning the contents of this letter, or any matter relating to our legal representation, please do not hesitate to call me directly.

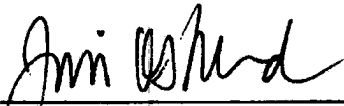
11. Independent Legal Review.

The Firm has written this engagement letter on its own behalf. Please feel free to seek independent legal advice from legal counsel of your choosing in order to review this engagement letter, should you wish to pursue that option. As we wish to provide you ample opportunity to consult with independent counsel, we do not require that you return this letter immediately. If you wish, we will be glad to provide you with names of counsel for your interview and selection and to discuss with such counsel any issues arising under this engagement letter.

Once again, we are pleased to have the opportunity to represent the Company and we look forward to working with you and your colleagues.

Very truly yours,

Gray Cary Ware & Freidenrich LLP

By: 
James M. Koshland
jkoshland@graycary.com

Enclosures

APPROVED AND ACCEPTED

MOBILARIA, INC.

By: 
Dan Kolkowitz,

Date: 6/12/00

Mr. Tom O'Gara
May 24, 2000
Page 8

RULE 3-310

The California Rules of Professional Conduct set forth certain requirements in connection with attorneys representing conflicting interests. In relevant part, Rule 3-310 provides:

"(A) For purposes of this rule:

- (1) "Disclosure" means informing the client of former client of the relevant circumstances and of the actual and reasonably foreseeable adverse consequences to the client or former client;
- (2) "Informed written consent" means the client's or former client's written agreement to the representation following written disclosure;
- (3) "Written" means any writing as defined in Evidence Code section 250.

(B)

(C) A member [of the State Bar] shall not, without the informed written consent of each client:

- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
- (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
- (3) Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter.

(D)

(E) A member shall not, without the informed written consent of the client or former client, accept employment adverse to the client or former client where, by reasons of the representation of the client or former client, the member has obtained confidential information material to the employment.

(F)"

Mr. Tom O'Gara
May 24, 2000
Page 9

RULE 3-600

"(A) In representing an organization, a member shall conform his or her representation to the concept that the client is the organization itself, acting through its highest authorized officer, employee, body, or constituent overseeing the particular engagement.

(B) If a member acting on behalf of an organization knows that an actual or apparent agent of the organization acts or intends or refuses to act in a manner that is or may be a violation of law reasonably imputable to the organization, or in a manner which is likely to result in substantial injury to the organization, the member shall not violate his or her duty of protecting all confidential information as provided in Business and Professions Code section 6068, subdivision(e), the member may take such actions as appear to the member to be in the best lawful interest of the organization. Such actions may include among others:

(1) Urging reconsideration of the matter while explaining its likely consequences to the organization; or

(2) Referring the matter to the next higher authority in the organization, including, if warranted by the seriousness of the matter, referral to the highest internal authority that can act on behalf of the organization.

(C)

(D)

(E)"

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May 24, 2000
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GRAY CARY WARE & FREIDENRICH LLP
INFORMATION FOR CLIENTS

Gray Cary Ware & Freidenrich LLP is pleased to have the opportunity to serve you. We are providing the following information about some of our standard client service practices and billing procedures. These practices and procedures will apply to your account unless you have reached a different written understanding with us.

PERSONNEL

One lawyer will generally be assigned primary responsibility for seeing that your legal needs are met. When appropriate, additional lawyers may from time to time assist or replace others in rendering legal services. We attempt to assign lawyers and other personnel on the basis of experience, expertise, nature and scope of the issues, and the time constraints imposed by the matter.

BASIS FOR FEES

Our fees for a particular matter may be based upon a variety of factors, depending on the nature of the representation. Those factors might include the time spent on the matter; the novelty and difficulty of the questions involved; the experience, reputation, and abilities of the lawyers rendering the services; the amount at issue; the results obtained; time limitations imposed by you or by the circumstances of the matter; and whether work on this matter will preclude the firm from rendering services to other clients. We are guided (but not controlled) in setting fees by the customary hourly rates of our lawyers and legal assistants for working on comparable matters. These rates may be adjusted periodically.

COSTS AND EXPENSES

We may from time to time advance or incur certain costs and expenses that will be charged to you. Such charges include court filing fees, deposition or transcript fees, consulting or expert witness fees and expenses, title company reports, long distance telephone charges, photocopying, computerized printing, computerized legal research, travel expenses, messenger services and overhead on certain services. All such expenses are your responsibility and we assume no liability for payment. For administrative ease, Gray Cary Ware & Freidenrich LLP, acting on your behalf, may advance payment to certain of these providers if your account is current. When the amounts involved are large, however, we will forward invoices to you for direct payment.

MONTHLY INVOICES

Gray Cary Ware & Freidenrich LLP typically bills on a monthly basis, and payment is due upon receipt of the invoice. If you have an outstanding prior balance, this balance will be reflected on your current statement.

Mr. Tom O'Gara
May 24, 2000
Page 11

CONFLICTS OF INTEREST

We have performed a name check of our other clients to see if our representation of you would create a conflict of interest for Gray Cary Ware & Freidenrich LLP. That check was done using your name and other names you gave us before we commenced working for you. Please inform us immediately if you use other names or have affiliated companies that you want entered into our conflicts system, or if you become aware of any additional parties or entities to which your interests are, or may become, adverse in the matter.

DELINQUENT ACCOUNTS

Gray Cary Ware & Freidenrich LLP, like other businesses, has substantial cash demands that require the firm to borrow money if its accounts are not paid promptly. Thus, we must add a late payment charge to accounts not paid within thirty days of the invoice date. The late payment charge is currently assessed at a rate of 1 1/2% per month on any unpaid balance. In the event that an account becomes delinquent, the firm employs the same prudent collection procedures used by other businesses to ensure that the vast majority of the firm's clients who do pay their bills promptly are not penalized for the additional costs attributed to delinquent bills. If it becomes necessary for us to file suit or to engage a collection agency for collection of our fees or disbursements, you shall pay all our related costs and expenses, including reasonable attorneys' fees.

TERMINATION OF SERVICES

We retain the right to cease performing legal services, and to terminate our representation of you, for any reason consistent with the applicable ethical rules, including unanticipated conflicts of interest or delinquency or nonpayment of legal fees and expenses incurred on your behalf.

QUESTIONS

One of our goals is to ensure that legal services are delivered effectively and efficiently and that all billings are accurate and understandable. Please direct any questions about services or billing practices to the lawyer responsible for your account. Any questions regarding the billing or payment status of your account should be promptly directed to the Client Account Management staff in our Palo Alto office at (650) 328-6561.

GRAY CARY WARE & FREIDENRICH LLP

Gray Cary\PA\10035924.1
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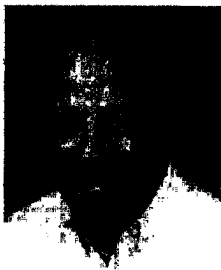
Gray Cary\PA\10035924.1
9999998-91028

Exhibit B
Professional Biographies



**DLA PIPER RUDNICK
GRAY CARY**

People



James M. Koshland | Partner | Chair, Emerging Growth and Venture
Capital Practice Group

jim.koshland@dlapiper.com

2000 University Avenue
East Palo Alto, California 94303
United States
T: (650) 833-2009
F: (650) 833-2001

Add to Address Book

» Overview

RELATED GLOBAL SERVICES

- » Corporate and Finance

UNITED STATES

RELATED SERVICES

- » Corporate and Securities
- » Mergers and Acquisitions
- » Emerging Growth and
Venture Capital
- » Private Equity
- » Life Sciences

James Koshland concentrates in emerging growth companies; venture capital; general commercial; and mergers and acquisitions.

His practice includes formation and follow-on work for venture capital-backed companies, among them AuctionDrop, Cascentral, Caspian Networks, Dust Networks, Luminous Networks, Orb Networks, TuVox, and XFire.

EDUCATION

J.D., Stanford University
1978

B.A., Haverford College
1973
History

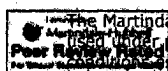
ADMISSIONS

California

Mr. Koshland also is extensively experienced in multimillion-dollar technology transfer and license agreements between various technology, software, and Internet companies and public offerings and follow-on representation of such public companies as Virage and Immersion. Mr. Koshland also has represented many technology companies in mergers and acquisitions.

Civic and Charitable

- » Past and current service on boards of directors of several public and private companies, including Launch Media, Inc., Levi Strauss & Co., Paraform, Inc., and Storm Technology, Inc.
- » Board of Directors, San Francisco Jewish Federation and the San Francisco Jewish Endowment Fund
- » Board of Directors, San Francisco School Volunteers
- » Strategic Council for the Dean of the Stanford Law School
- » Board of Trustees, University of California Berkeley Foundation



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**DLA PIPER RUDNICK
GRAY CARY**

People



Victoria Lee | Partner

victoria.lee@dlapiper.com

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United States
T: (650) 833-2091
F: (650) 833-2001

1200 Nineteenth Street, NW
Washington, DC, 20036-2412
United States
T: (202) 861-3823

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» **Overview**

RELATED GLOBAL SERVICES

- » Corporate and Finance
- » Technology, Media and Communications
- » Legislative and Regulatory

UNITED STATES

RELATED SERVICES

- » Corporate and Securities
- » Communications
- » Mergers and Acquisitions
- » Emerging Growth and Venture Capital
- » Public Company and Corporate Governance

Vicky Lee concentrates in general business counseling; start-up companies; intellectual property counseling; technology transfer; and distribution and licensing.

Recent Matters:

- » Company counsel for high technology and multimedia startup companies, representing them in general corporate matters, venture capital financing, and general intellectual property matters, including the development of format distribution and sale agreements.
- » Participated in negotiations and documentation of the strategic joint development agreement for a publicly held global positioning satellite technology company.
- » Assisted in drafting strategic development and license agreements between a multibillion-dollar publicly held software company and a telecommunications company.
- » Advised a shipping container company in various software systems acquisition and software development agreements.
- » Served as outside general counsel to privately held networking companies and assisted them when they were each acquired by different publicly held companies in multimillion-dollar mergers.
- » Rendered advice in connection with initial public offerings of various application software companies.
- » Negotiated and drafted complex asset transfer and license agreements for liquid crystal light valve technology in connection with the restructuring of a multimillion-dollar joint venture between a multinational foreign corporation and a publicly held US company.
- » Represented a developer of photoscanning software in the acquisition of a foreign photoscanning hardware manufacturer, involving the negotiation and drafting of complex distribution, asset transfer, manufacturing, and sales representative agreements.
- » Represented a multinational foreign corporation in negotiating and documenting a complex strategic relationship with a privately held US company for next-generation emission displays.
- » Represented both acquirers and targets and purchasers and sellers in

EDUCATION

J.D., University of California at Davis 1993

B.A., University of California at Davis 1990
History, Economics

ADMISSIONS

California

numerous mergers, acquisitions, and technology asset sales and purchases.

Publications

- * "The Hidden Trap in Buying Targets with Technology Licenses," *Mergers & Acquisitions*, Vol. 36, No.3 (March 2001)

Languages Spoken

Chinese



**DLA PIPER RUDNICK
GRAY CARY**

People



Michael C. Standlee | Partner

michael.standlee@dlapiper.com

2000 University Avenue
East Palo Alto, California 94303
United States
T: (650) 833-2347
F: (650) 833-2001

Add to Address Book

» Overview

RELATED NEWS

- » DLA Piper Represents Maxtor Corporation In 144a Offering Firm Has Also Closed Two IPOs During The Last Week

RELATED GLOBAL SERVICES

- » Corporate and Finance

UNITED STATES

RELATED SERVICES

- » Corporate and Securities
- » Mergers and Acquisitions
- » Finance
- » Financial Restructuring and Bankruptcy
- » Private Equity

Michael C. Standlee concentrates in representation of borrowers and lenders in domestic and international commercial financing transactions. This includes working capital, acquisition, bridge, equipment lease, public debt, and debtor-in-possession financings; representation of borrowers in out-of-court secured debt restructuring transactions; representation of parties in interest in business bankruptcy proceedings and non-bankruptcy reorganizations, including representing buyers and secured lenders in asset sale transactions with bankruptcy trustees, assignees for the benefit of creditors, and financially distressed borrowers; and representation of licensors and licensees of intellectual property rights in structuring and documentation of transactions with insolvent companies.

EDUCATION

J.D., University of Southern California 1994
with honors

B.A., Claremont McKenna College 1991 *cum laude*

ADMISSIONS

California

Memberships

- » American Bar Association
- » California Bar Association
- » Bar Association of San Francisco-Commercial Law Section
- » Bay Area Bankruptcy Forum

Prior Experience

- » Stutman, Treister & Glatt PC, Los Angeles, California



**DLA PIPER RUDNICK
GRAY CARY**

People

> Overview

RELATED NEWS

- » DLA Piper Represents Pinnacle Systems in Merger

RELATED GLOBAL SERVICES

- » Corporate and Finance

UNITED STATES

RELATED SERVICES

- » Corporate and Securities
- » Mergers and Acquisitions
- » Emerging Growth and Venture Capital
- » Capital Markets

Christie L. Branson | Associate

christie.branson@dlapiper.com

2000 University Avenue
East Palo Alto, California 94303
United States
T: (650) 833-2092
F: (650) 833-2001

Add to Address Book

Christie L. Branson concentrates in venture capital financings; mergers and acquisitions; public securities offerings; preparation of public company SEC filings; and general corporate counseling of public and private companies.

Merger & Acquisitions:

- » Representation of Accruent, Inc. in its asset purchase of National Facilities Group, Inc.
- » Representation of Advanced Research and Applications Corp. (ARACOR) in its acquisition by Osi Systems, Inc. (NASDAQ: OSIS)
- » Representation of CRC Health Corporation in its asset purchase of Center for Behavioral Health
- » Representation of Essex Environmental in its acquisition by TRC Companies, Inc. (NYSE: TRR)
- » Representation of Bruker AXS Inc. in a merger with Bruker Daltonics Inc. (NASDAQ: BRKR)
- » Representation of Virage, Inc. in its acquisition by Autonomy PLC (NASDAQ: AUTN)
- » Representation of Intraspect, Inc. in its acquisition by Vignette Corporation (NASDAQ: VIGN)
- » Representation of Sahasra Networks in its acquisition by Cypress Semiconductor Corporation (NYSE: CY)

Venture Capital Financings:

- » Representation of Redrock Ventures and ArrowPath Ventures in the Series B financing of Siperian, Inc.
- » Recapitalization, Series A-1, Series B-1, and Series C-1 financings of Katera Technologies
- » Series B financing of Cooligy Inc.
- » Series D financing of PortalPlayer, Inc.
- » Series 2 and Series 3 financings of Evant, Inc.
- » Series B financing of 24/7 Customer.com
- » Series B financing of Discera, Inc.

EDUCATION

J.D., Santa Clara
University 2001
Dean's List; Recipient of
Certificate in High
Technology Law; Senior
Comments Editor, Santa
Clara Computer & High
Technology Law Journal

B.A., University of
California at Santa
Barbara 1997
Sociology and
Communications Studies

ADMISSIONS

California

- Series E financing of On24, Inc.
- Public Equity Offerings:
 - Representation of JP Morgan and Lehman Brothers as lead underwriters in the initial public offering of TNS, Inc. (NYSE: TNS)
- Offering of Immersion Corporation preferred stock to Microsoft Corporation

General Corporate Counseling:

- Packeteer, Inc. (NASDAQ: PKTR)
- Extreme Networks, Inc. (NASDAQ: EXTR)
- Power Integrations, Inc. (NASDAQ: POWI)
- 24/7 Customer.com
- Evant, Inc.
- Cooligy Inc.
- Katera Technologies, Inc.
- Discera, Inc.
- On24, Inc.
- Sonic Focus Inc.
- Simply Hired, Inc.

Civic and Charitable

- Pro bono representation in minor guardianships and proceedings against the Social Security Administration

Publications

- "Was \$ 7.5 Million a Good Deal for Business.com? The Difficulties of Obtaining Trademark Protection and Registration for Generic and Descriptive Domain Names," 17 *Computer & High Tech. L.J.* 285 (2001)

Prior Experience

- Summer Associate, Manatt, Phelps & Phillips, Los Angeles/Palo Alto
- Summer Associate, William Peter Kosmas, Attorney at Law, London
- Admissions Counselor, Admissions & Relations with Schools, UC Santa Barbara
- Congressional Intern, UC Office of Federal Government Relations, Washington, D.C.

Exhibit C
Relationship Check Summary

Debtor and Subsidiaries

As explained in the Declaration, DLA Piper represents the following parties in connection with Delphi and its Subsidiaries (but not MobileAria):

DLA Piper's Austin, Texas office represents Silicon Laboratories, Inc., an alleged creditor of one or more of the Debtors. Silicon has asserted claims against Delphi.

DLA Piper's San Diego, California office represents PEC of America Corporation, an alleged creditor of one or more of the Debtors. PEC has asserted a claim against Delphi.

DLA Piper's San Diego, California office also represents ASE, an alleged creditor of one or more of the Debtors. ASE has asserted claims against Delphi.

DLA Piper's Baltimore, Maryland office represents Constellation New Energy, Inc., an alleged creditor of one or more of the Debtors. Constellation has asserted claims against Delphi.

DLA Piper's Baltimore, Maryland office also represents Computer Sciences Corporation in negotiating a potential service agreement with one or more of the Debtors.

Joint Owners of Subsidiaries

Mayfield Fund – representation in matters unrelated to MobileAria and its Chapter 11 case

Raytheon Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

Customers

Daewoo Motor -- representation in matters unrelated to MobileAria and its Chapter 11 case

Denso -- representation in matters unrelated to MobileAria and its Chapter 11 case

General Motors Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Harley Davidson -- representation in matters unrelated to MobileAria and its Chapter 11 case

Magna International Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Nissan North America -- representation in matters unrelated to MobileAria and its Chapter 11 case

Afta-Gevaert -- representation in matters unrelated to MobileAria and its Chapter 11 case

Cardinal Health -- representation in matters unrelated to MobileAria and its Chapter 11 case

Hewlett-Packard Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

International Truck & Engine Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Key Safety Systems, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

KLA Tencor Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Matco Tools -- representation in matters unrelated to MobileAria and its Chapter 11 case

Veralink Corporation -- representation in matters unrelated to MobileAria and its Chapter 11 case

Insurance Providers

AIG/American International Group, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

American International Companies -- representation in matters unrelated to MobileAria and its Chapter 11 case

AON Risk Services -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lexington Insurance Companies -- representation in matters unrelated to MobileAria and its Chapter 11 case

Metlife -- representation in matters unrelated to MobileAria and its Chapter 11 case

St. Paul Fire & Marine Insurance Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

University of Michigan -- representation in matters unrelated to MobileAria and its Chapter 11 case

Zurich American Insurance Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

Allianz of America Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

American International Specialty Lines Insurance Co. – representation in matters unrelated to MobileAria and its Chapter 11 case

Gulf Underwriters Insurance -- representation in matters unrelated to MobileAria and its Chapter 11 case

Liberty Mutual Insurance Co. – representation in matters unrelated to MobileAria and its Chapter 11 case

Tokio Marine -- representation in matters unrelated to MobileAria and its Chapter 11 case

AUI -- representation in matters unrelated to MobileAria and its Chapter 11 case

American Home Assurance Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Arch Insurance Group -- representation in matters unrelated to MobileAria and its Chapter 11 case

Chubb Custom Insurance -- representation in matters unrelated to MobileAria and its Chapter 11 case

Continental Casualty Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Federal Insurance Co. – representation in matters unrelated to MobileAria and its Chapter 11 case

National Union Fire Insurance Co. – representation in matters unrelated to MobileAria and its Chapter 11 case

Steadfast Insurance Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

The Hartford -- representation in matters unrelated to MobileAria and its Chapter 11 case

Vendors

3M Company – representation in matters unrelated to MobileAria and its Chapter 11 case

A Agrati Spa -- representation in matters unrelated to MobileAria and its Chapter 11 case

American President Lines Ltd -- representation in matters unrelated to MobileAria and its Chapter 11 case

Aramark -- representation in matters unrelated to MobileAria and its Chapter 11 case

Autoliv Asp, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Carlisle Companies -- representation in matters unrelated to MobileAria and its Chapter 11 case

Deloitte & Touche -- representation in matters unrelated to MobileAria and its Chapter 11 case

Electronic Data Systems Corp -- representation in matters unrelated to MobileAria and its Chapter 11 case

General Electric Capital Corp./General Electric Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Illinois Tool Works -- representation in matters unrelated to MobileAria and its Chapter 11 case

Metropolitan Life Insurance Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Motorola -- representation in matters unrelated to MobileAria and its Chapter 11 case

NEC Electronics -- representation in matters unrelated to MobileAria and its Chapter 11 case

NEC Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

NSK Ltd -- representation in matters unrelated to MobileAria and its Chapter 11 case

PriceWaterhouseCoopers LLP -- representation in matters unrelated to MobileAria and its Chapter 11 case

Sequa Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Texas Pacific Group -- representation in matters unrelated to MobileAria and its Chapter 11 case

TRW Automotive -- representation in matters unrelated to MobileAria and its Chapter 11 case

Tyco -- representation in matters unrelated to MobileAria and its Chapter 11 case

UVA Machine Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Yazaki Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Bayer AG -- representation in matters unrelated to MobileAria and its Chapter 11 case

Hayes Lemmerz International, Inc. – representation in matters unrelated to MobileAria and its Chapter 11 case

Microchip Technology, Inc. – representation in matters unrelated to MobileAria and its Chapter 11 case;

Mittal Steel – representation in matters unrelated to MobileAria and its Chapter 11 case

Shell Oil – representation in matters unrelated to MobileAria and its Chapter 11 case

Texas Instruments – representation in matters unrelated to MobileAria and its Chapter 11 case

SIRVA Relocation LLC -- representation in matters unrelated to MobileAria and its Chapter 11 case

EI Dupont de Nemours & Co. – representation in matters unrelated to MobileAria and its Chapter 11 case

Saturn Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wal-Mart Stores -- representation in matters unrelated to MobileAria and its Chapter 11 case

Toronto Dominion Bank – representation in matters unrelated to MobileAria and its Chapter 11 case

Basell USA Inc. – representation in matters unrelated to MobileAria and its Chapter 11 case

Carpenter Technology Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Dana Corporation – representation in matters unrelated to MobileAria and its Chapter 11 case

Exxon Mobil – representation in matters unrelated to MobileAria and its Chapter 11 case

Futaba Corp -- representation in matters unrelated to MobileAria and its Chapter 11 case

Corus Group -- representation in matters unrelated to MobileAria and its Chapter 11 case

University HealthSystem Consortium -- representation in matters unrelated to MobileAria and its Chapter 11 case

Asahi Glass Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Professionals

Sedgwick Claims Management Services, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Shearman & Sterling LLP -- representation in matters unrelated to MobileAria and its Chapter 11 case

BBK, Ltd. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Ernst & Young -- representation in matters unrelated to MobileAria and its Chapter 11 case

FTI Consulting -- representation in matters unrelated to MobileAria and its Chapter 11 case

KMPG LLC -- representation in matters unrelated to MobileAria and its Chapter 11 case

Southwest Research -- representation in matters unrelated to MobileAria and its Chapter 11 case

TBM -- representation in matters unrelated to MobileAria and its Chapter 11 case

Watson Wyatt -- representation in matters unrelated to MobileAria and its Chapter 11 case

Booz-Allen Hamilton -- representation in matters unrelated to MobileAria and its Chapter 11 case

DASCO -- representation in matters unrelated to MobileAria and its Chapter 11 case

Hunton & Williams -- representation in matters unrelated to MobileAria and its Chapter 11 case

Paul Hastings Janofsky & Walker LLP -- representation in matters unrelated to MobileAria and its Chapter 11 case

Watkins Ludlam Winter & Stennis -- representation in matters unrelated to MobileAria and its Chapter 11 case

Alvarez & Marsal -- representation in matters unrelated to MobileAria and its Chapter 11 case

Blake Cassels & Graydon -- representation in matters unrelated to MobileAria and its Chapter 11 case

Cadwalader, Wickersham & Taft -- representation in matters unrelated to MobileAria and its Chapter 11 case

Covington & Burlington -- representation in matters unrelated to MobileAria and its Chapter 11 case

Jones Lang Lasalle Americas -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wilmer Cutler Pickering Hale & Dorr -- representation in matters unrelated to MobileAria and its Chapter 11 case

Indenture Trustees

Bank One -- representation in matters unrelated to MobileAria and its Chapter 11 case

JP Morgan -- representation in matters unrelated to MobileAria and its Chapter 11 case

Underwriters

ABN AMRO -- representation in matters unrelated to MobileAria and its Chapter 11 case

Banc of America Securities -- representation in matters unrelated to MobileAria and its Chapter 11 case

Barclays Capital -- representation in matters unrelated to MobileAria and its Chapter 11 case

BNP Paribas -- representation in matters unrelated to MobileAria and its Chapter 11 case

Citigroup -- representation in matters unrelated to MobileAria and its Chapter 11 case

Comerica -- representation in matters unrelated to MobileAria and its Chapter 11 case

Credit Suisse -- representation in matters unrelated to MobileAria and its Chapter 11 case

DA Davidson -- representation in matters unrelated to MobileAria and its Chapter 11 case

Deutsche Bank -- representation in matters unrelated to MobileAria and its Chapter 11 case

HSBC -- representation in matters unrelated to MobileAria and its Chapter 11 case

JP Morgan -- representation in matters unrelated to MobileAria and its Chapter 11 case

Merrill Lynch -- representation in matters unrelated to MobileAria and its Chapter 11 case

Morgan Stanley -- representation in matters unrelated to MobileAria and its Chapter 11 case

SG Cowen Securities Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Stifel, Nicolaus & Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

Royal Bank of Scotland -- representation in matters unrelated to MobileAria and its Chapter 11 case

US Bancorp Piper Jaffray -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wachovia -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wells Fargo -- representation in matters unrelated to MobileAria and its Chapter 11 case

Unions

United Steelworkers of America -- representation in matters unrelated to MobileAria and its Chapter 11 case

Leases

ATEL Capital Group -- representation in matters unrelated to MobileAria and its Chapter 11 case

LaSalle National Bank -- representation in matters unrelated to MobileAria and its Chapter 11 case

Contracts

Alltel -- representation in matters unrelated to MobileAria and its Chapter 11 case

Applera Corp. -- representation matters unrelated to MobileAria and its Chapter 11 case

AT&T -- representation in matters unrelated to MobileAria and its Chapter 11 case

Constellation NewEnergy -- representation in matters unrelated to MobileAria and its Chapter 11 case

Department of Commerce -- representation in matters unrelated to MobileAria and its Chapter 11 case

Honeywell International -- representation in matters unrelated to MobileAria and its Chapter 11 case

Nextel Communications -- representation in matters unrelated to MobileAria and its Chapter 11 case

Sprint -- representation in matters unrelated to MobileAria and its Chapter 11 case

Time Warner -- representation in matters unrelated to MobileAria and its Chapter 11 case

TXU -- representation in matters unrelated to MobileAria and its Chapter 11 case

Verizon -- representation in matters unrelated to MobileAria and its Chapter 11 case

IBM Corp -- representation in matters unrelated to MobileAria and its Chapter 11 case

Intel Corp -- representation in matters unrelated to MobileAria and its Chapter 11 case

Nokia Corp -- representation in matters unrelated to MobileAria and its Chapter 11 case

Toshiba -- representation in matters unrelated to MobileAria and its Chapter 11 case

UnitedGlobal Com, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lenders

ABN Amro Bank NV -- representation in matters unrelated to MobileAria and its Chapter 11 case

JPMorgan Bank NA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wachovia Bank NA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Citicorp Securities, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Agricultural Bank of China -- representation in matters unrelated to MobileAria and its Chapter 11 case

Banco Bilbao Vizcaya Argentaria SA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Banca Nazionale Del Lavoro SpA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Banco Santander Central Hispano SA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Bank of America NA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Bank of Nova Scotia -- representation in matters unrelated to MobileAria and its Chapter 11 case

Barclays Bank PLC -- representation in matters unrelated to MobileAria and its Chapter 11 case

BNP Paribas -- representation in matters unrelated to MobileAria and its Chapter 11 case

CapitalSource Finance LLC -- representation in matters unrelated to MobileAria and its Chapter 11 case

Citibank NA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Citigroup Financial Products -- representation in matters unrelated to MobileAria and its Chapter 11 case

Comerica Bank -- representation in matters unrelated to MobileAria and its Chapter 11 case

Deutsche Bank AG -- representation in matters unrelated to MobileAria and its Chapter 11 case

Deutsche Bank Trust Company America -- representation in matters unrelated to MobileAria and its Chapter 11 case

HSBC Bank USA National Association -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lehman Brothers -- representation in matters unrelated to MobileAria and its Chapter 11 case

Mizuho Corporate Bank Ltd -- representation in matters unrelated to MobileAria and its Chapter 11 case

Morgan Stanley Senior Fundings Inc -- representation in matters unrelated to MobileAria and its Chapter 11 case

Protective Life Insurance Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

Sumitomo Mitsui Banking Corporation -- representation in matters unrelated to MobileAria and its Chapter 11 case

Citicorp Vendor Finance Inc -- representation in matters unrelated to MobileAria and its Chapter 11 case

Bear Stearns Investment Products -- representation in matters unrelated to MobileAria and its Chapter 11 case

American Express Certificate Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lincoln National Life Insurance Co -- representation in matters unrelated to MobileAria and its Chapter 11 case

Marathon Special Opportunity -- representation in matters unrelated to MobileAria and its Chapter 11 case

National City Bank -- representation in matters unrelated to MobileAria and its Chapter 11 case

PNC Bank NA -- representation in matters unrelated to MobileAria and its Chapter 11 case

Principal Life Insurance Company – representation in matters unrelated to MobileAria and its Chapter 11 case

Quattro -- representation in matters unrelated to MobileAria and its Chapter 11 case

Salomon Brothers -- representation in matters unrelated to MobileAria and its Chapter 11 case

SunTrust Bank -- representation in matters unrelated to MobileAria and its Chapter 11 case

TCW -- representation in matters unrelated to MobileAria and its Chapter 11 case

Litigation Parties

Morganite -- representation in matters unrelated to MobileAria and its Chapter 11 case

ICG -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lockheed Martin Corp. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Motorola -- representation in matters unrelated to MobileAria and its Chapter 11 case

SouthTrust Bank – representation in matters unrelated to MobileAria and its Chapter 11 case

Tennecco Automotive -- representation in matters unrelated to MobileAria and its Chapter 11 case

Rolls-Royce -- representation in matters unrelated to MobileAria and its Chapter 11 case

DMS -- representation in matters unrelated to MobileAria and its Chapter 11 case

International Truck -- representation in matters unrelated to MobileAria and its Chapter 11 case

Apple Computer – representation in matters unrelated to MobileAria and its Chapter 11 case

Invensys -- representation in matters unrelated to MobileAria and its Chapter 11 case

PODS -- representation in matters unrelated to MobileAria and its Chapter 11 case

Additional Parties

Jeffries & Company, Inc. – representation in matters unrelated to MobileAria and its Chapter 11 case

Holders of 5% of More of Equity Securities or Insurance Notes

Brandes Investment Partners -- representation in matters unrelated to MobileAria and its Chapter 11 case

Lehman Brothers, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Objecting/Adverse Parties/Postpetition Parties

Avenue Capital Group -- representation in matters unrelated to MobileAria and its Chapter 11 case

D.E. Shaw and Co. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Longacre Fund Management -- representation in matters unrelated to MobileAria and its Chapter 11 case

SBC Communications -- representation in matters unrelated to MobileAria and its Chapter 11 case

Wilmington Trust Company -- representation in matters unrelated to MobileAria and its Chapter 11 case

XM Satellite Radio -- representation in matters unrelated to MobileAria and its Chapter 11 case

BEI Technologies -- representation in matters unrelated to MobileAria and its Chapter 11 case

Sony Electronics, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Master Service List/2002 Parties

APL Co., Pte. Ltd. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Contrarian Capital Management -- representation in matters unrelated to MobileAria and its Chapter 11 case

Honigman Miller Schwartz & Cohen -- representation in matters unrelated to MobileAria and its Chapter 11 case

Latham & Watkins -- representation in matters unrelated to MobileAria and its Chapter 11 case

MEMC Electronic Materials, Inc. -- representation in matters unrelated to MobileAria and its Chapter 11 case

Penske Truck Leasing – representation in matters unrelated to MobileAria and its Chapter 11 case

Tonolli Canada -- representation in matters unrelated to MobileAria and its Chapter 11 case

Toyota Tsusho America -- representation in matters unrelated to MobileAria and its Chapter 11 case

UPS Supply Chain Solutions -- representation in matters unrelated to MobileAria and its Chapter 11 case

Veritas Software Corp – representation in matters unrelated to MobileAria and its Chapter 11 case

America Online -- representation in matters unrelated to MobileAria and its Chapter 11 case

ITT Industries – representation in matters unrelated to MobileAria and its Chapter 11 case

Madison Capital -- representation in matters unrelated to MobileAria and its Chapter 11 case

National Instrument -- representation in matters unrelated to MobileAria and its Chapter 11 case

SAP -- representation in matters unrelated to MobileAria and its Chapter 11 case

Siemens -- representation in matters unrelated to MobileAria and its Chapter 11 case

Special Devices -- representation in matters unrelated to MobileAria and its Chapter 11 case

Proctor & Gamble -- representation in matters unrelated to MobileAria and its Chapter 11 case

Toshiba -- representation in matters unrelated to MobileAria and its Chapter 11 case

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | x | |

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF
DLA PIPER LLP AS CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY
COUNSEL TO DEBTOR MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

("DLA PIPER RETENTION ORDER")

Upon the application, dated October 30, 2006 (the "Application"), of MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation and a debtor and debtor-in-possession in the above-captioned cases, for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of DLA Piper LLP as corporate, employment, and intellectual property counsel to MobileAria nunc pro tunc to May 1, 2006; and upon this Court having determined that the relief requested in the Application is in the best interests of MobileAria, its estates, its creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to the Application, MobileAria's employment of DLA Piper as its corporate, employment, and intellectual property counsel is hereby approved in accordance with

11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, with approval of such employment being effective as of May 1, 2006.

3. DLA Piper shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the United States Bankruptcy Code and all applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
November __, 2006

UNITED STATES BANKRUPTCY JUDGE